

RECORDATION NO.

20216-A FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

DEC 13 '04

1-41 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 10, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Release of Railcars from Railcar Lease Agreement, dated as of December 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 20216.

The names and addresses of the parties to the enclosed document are:

Lessor: M&T Credit Services, LLC
(successor in interest to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21202

Lessee: ExxonMobil Oil Corporation
13501 Katy Freeway
Houston TX 77079

Mr. Vernon A. Williams
December 10, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

5 covered hopper cars: MLBX 53079 - MLBX 53082 and MLBX 53084.

A short summary of the document to appear in the index is:

Memorandum of Partial Release of Railcars from Railcar Lease
Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 20216-A FILED

DEC 13 '04

1-41 PM

**MEMORANDUM OF PARTIAL RELEASE OF RAILCARS FROM
RAILCARS LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS **MEMORANDUM OF PARTIAL RELEASE OF RAILCARS FROM RAILCARS LEASE AGREEMENT** (this "Memorandum") is hereby made as of the 1st day of December, 2004 by and between **M&T CREDIT SERVICES, LLC** (as successor-by-merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland)), as successor lessor (the "Lessor"), and **EXXONMOBIL OIL CORPORATION** (successor-in-interest to Mobil Oil Corporation), as successor lessee (the "Lessee"), witnesseth:

WHEREAS, the Lessor, as successor lessor, and Lessee, as successor lessee, are parties to that certain Master Rail Car Lease and Service Contract No. L-261-84 dated October 24, 1995 (the "Master Lease Agreement") and Riders No. 34, 35 and 36 thereto (collectively, the "Riders" and collectively with Master Lease Agreement, the "Lease") pursuant to which the Lessor has leased to the Lessee one hundred sixteen (116) covered hopper railcars bearing the reporting marks and road numbers described in the Riders (collectively, the "Railcars").

WHEREAS, the Lessor and the Lessee recorded the Lease with the Surface Transportation Board (the "STB") by filing a Memorandum of Railcar Lease Agreement by and between the Lessor and the Lessee dated July 29, 1996 with the STB on August 2, 1996 under recordation No. 20216.

WHEREAS, five (5) Railcars bearing the reporting marks and road numbers indicated on Exhibit 1 attached hereto were released from the Lease by the Lessor and the Lessee (collectively, the "Released Railcars").

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor and the Lessee hereto submit the following:

1. This Memorandum shall be recorded with the STB so as to record the release of the Released Railcars from the Lease by the Lessor and the Lessee.
2. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum to be duly executed under seal as of the date first above written.

EXXONMOBIL OIL CORPORATION

(successor-in-interest to Mobil Oil Corporation),
as Lessee

By: Barbara J. Pyle (SEAL)
Barbara J. Pyle
Sourcing Specialist, Procurement, a division of
ExxonMobil Global Services Company on
behalf of ExxonMobil Oil Corporation

M&T CREDIT SERVICES, LLC (successor-by-
merger to M&T Credit Corporation, successor-in-
interest to Manufacturers and Traders Trust
Company, successor-by-merger to Allfirst Bank
(formerly known as The First National Bank of
Maryland)), as Lessor

By: _____ (SEAL)
Mohannad F. Jishi
Vice President

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum to be duly executed under seal as of the date first above written.

EXXONMOBIL OIL CORPORATION

(successor-in-interest to Mobil Oil Corporation),
as Lessee

By: _____ (SEAL)

Barbara J. Pyle
Sourcing Specialist, Procurement, a division of
ExxonMobil Global Services Company on
behalf of ExxonMobil Oil Corporation

M&T CREDIT SERVICES, LLC (successor-by-
merger to M&T Credit Corporation, successor-in-
interest to Manufacturers and Traders Trust
Company, successor-by-merger to Allfirst Bank
(formerly known as The First National Bank of
Maryland)), as Lessor

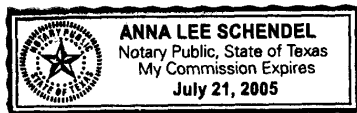
By:  _____ (SEAL)

Mohannad F. Jishi
Vice President

STATE OF Texas)
COUNTY/CITY OF Harris) SS:

On this 7th day of December, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared Barbara J. Pyle, to me personally known, who being by me duly sworn, says that she is a Sourcing Specialist of ExxonMobil Global Services Company signing on behalf of ExxonMobil Oil Corporation, successor-in-interest to Mobil Oil Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal



Anna L. Schuchel
Notary Public

My commission expires:

STATE OF MARYLAND))
) SS:
CITY OF BALTIMORE)

On this ____ day of December, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T Credit Services, LLC, successor-by-merger to M&T Credit Services, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland), that the seal affixed to the foregoing instrument is the seal of said limited liability company, that said instrument was signed and sealed on behalf of said limited liability company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal

Notary Public

STATE OF _____)
) SS:
COUNTY/CITY OF _____)

On this ____ day of December, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared Barbara J. Pyle, to me personally known, who being by me duly sworn, says that she is a Vice President of ExxonMobil Oil Corporation, successor-in-interest to Mobil Oil Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Notary Public

My commission expires:

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 8th day of December, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T Credit Services, LLC, successor-by-merger to M&T Credit Services, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland), that the seal affixed to the foregoing instrument is the seal of said limited liability company, that said instrument was signed and sealed on behalf of said limited liability company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal

Diane Klasmeyer
Notary Public, A.A. Co., MD
My Commission Expires 7-14-08

Diane Klasmeyer
Notary Public

My commission expires:

EXHIBIT 1
TO MEMORANDUM OF PARTIAL RELEASE OF RAILCARS FROM
RAILCARS LEASE AGREEMENT

DESCRIPTION OF RELEASED RAILCARS

Five (5) covered hopper cars bearing car marks and numbers as follows:

MBLX053079
MBLX053080
MBLX053081
MBLX053082
MBLX053084